

## CHAPMAN AND CUTLER

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080

TWX 910-221-2103 Telex 206281

FAX (312) 701-2361

Telephone (312) 845-3000

2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

September 24, 1993

Mr. Sidney L. Strickland, Jr., Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, DC 20423

Re:

GATX Capital Corporation  
Leveraged Lease Financing of Railroad Rolling Stock  
(GATX Trust No. 93-B)

Dear Mr. Strickland:

We are enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code an original and three counterparts of each of the two primary documents described below and the two secondary documents described below, which secondary documents are related to the enclosed primary documents. The undersigned has acted as special counsel in connection with the preparation of the enclosed documents and has knowledge of the matters set forth therein.

The enclosed primary documents are as follows:

Equipment Lease Agreement (GATX Trust No. 93-B) dated as of September 1, 1993, between Wilmington Trust Company, as trustee under GATX Trust No. 93-B, as lessor (the "Lessor"), and GATX Capital Corporation, as lessee (the "Lessee").

Trust Indenture and Security Agreement (GATX Trust No. 93-B) dated as of September 1, 1993, between Wilmington Trust Company, as trustee under GATX Trust No. 93-B (the "Owner Trustee"), and State Street Bank and Trust Company of Connecticut, National Association, as indenture trustee (the "Indenture Trustee").

The enclosed secondary documents are as follows:

Lease Supplement No. 1 (GATX Trust No. 93-B) dated September 24, 1993, between the Lessor and the Lessee. The primary document to which this Lease Supplement No. 1 is connected is the Equipment Lease Agreement referred to above and which is being submitted for recording concurrently herewith.

CHAPMAN AND CUTLER

Trust Indenture Supplement No. 1 (GATX Trust No. 93-B) dated September 24, 1993, of the Owner Trustee. The primary document to which this Trust Indenture Supplement No. 1 is connected is the Trust Indenture and Security Agreement referred to above and which is being submitted for recording concurrently herewith.

The names and addresses of the parties to the documents are as follows:

EQUIPMENT LEASE AGREEMENT AND LEASE SUPPLEMENT NO. 1

Lessee:	GATX Capital Corporation Four Embarcadero Center, Suite 2200 San Francisco, California 94111
Lessor:	Wilmington Trust Company, as trustee under GATX Trust No. 93-B 1100 North Market Street Rodney Square North Wilmington, Delaware 19890

TRUST INDENTURE AND SECURITY AGREEMENT

Owner Trustee:	Wilmington Trust Company, as trustee under GATX Trust No. 93-B 1100 North Market Street Rodney Square North Wilmington, Delaware 19890
Indenture Trustee:	State Street Bank and Trust Company of Connecticut, National Association 750 Main Street, Suite 1114 Hartford, Connecticut 06103

TRUST INDENTURE SUPPLEMENT NO. 1

Owner Trustee:	Wilmington Trust Company, as trustee under GATX Trust No. 93-B 1100 North Market Street Rodney Square North Wilmington, Delaware 19890
----------------	--

The Equipment Lease Agreement provides, *inter alia*, for the lease by the Lessor to the Lessee of certain container cars (the "Units"). The Trust Indenture and Security Agreement provides, *inter alia*, for the granting of a security interest in the Units in favor of the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations under the Trust Indenture and any Trust Indenture Supplement executed and

CHAPMAN AND CUTLER

delivered from time to time and the Lessee's performance of certain obligations under the Equipment Lease and any Lease Supplement executed and delivered from time to time. Lease Supplement No. 1 and Trust Indenture Supplement No. 1 provide, *inter alia*, for the Equipment Lease Agreement and the Trust Indenture and Security Agreement, respectively, to apply to the 127 container cars bearing the road numbers set forth in Schedule 1 to Lease Supplement No. 1 and Schedule 1 to Trust Indenture Supplement No. 1, namely the road numbers set forth in Schedule 1 hereto.

A general description of the railroad equipment covered by each of the enclosed documents is set forth in Schedule 1 attached to this letter and made a part hereof.

A fee of sixty-four dollars (\$64.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Commission for recordation to:

Ross D. Taylor  
Chapman and Cutler  
111 West Monroe Street  
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) EQUIPMENT LEASE AGREEMENT:

Equipment Lease Agreement (GATX Trust No. 93-B) dated as of September 1, 1993 between Wilmington Trust Company, as trustee under GATX Trust No. 93-B, as Lessor, 1100 North Market Street, Rodney Square North, Wilmington, Delaware 19890, and GATX Capital Corporation, as Lessee, Four Embarcadero Center, Suite 2200 San Francisco, California 94111, covering container cars bearing the road numbers set forth in Schedule 1 to such Lease Supplements as may be executed and delivered from time to time pursuant to such Equipment Lease.

(2) TRUST INDENTURE AND SECURITY AGREEMENT:

Trust Indenture and Security Agreement (GATX Trust No. 93-B) dated as of September 1, 1993, between Wilmington Trust Company, as trustee under GATX Trust No. 93-B, 1100 North Market Street, Rodney Square North, Wilmington, Delaware 19890, and State Street Bank and Trust Company of Connecticut, National Association, as Indenture Trustee, 750 Main Street, Hartford, Connecticut 06103, covering container cars bearing the road numbers set forth in such Trust Indenture Supplements as may be executed and delivered from time to time pursuant to such Trust Indenture.

CHAPMAN AND CUTLER

(3) LEASE SUPPLEMENT NO. 1:

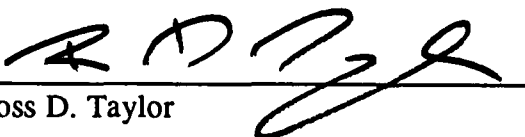
Lease Supplement No. 1 (GATX Trust No. 93-B) dated September 24, 1993 between Wilmington Trust Company, as trustee under GATX Trust No. 93-B, as Lessor, 1100 North Market Street, Rodney Square North, Wilmington, Delaware 19890, and GATX Capital Corporation, as Lessee, Four Embarcadero Center, Suite 2200, covering 127 container cars bearing the road numbers set forth in Schedule 1 to such Lease Supplement No. 1, namely the road numbers set forth in Schedule 1 hereto. Lease Supplement No. 1 is related to the Equipment Lease Agreement (GATX Trust No. 93-B) dated as of September 1, 1993 which is filed concurrently therewith.

(4) TRUST INDENTURE SUPPLEMENT NO. 1:

Trust Indenture Supplement No. 1 (GATX Trust No. 93-B) dated September 24, 1993, of Wilmington Trust Company, as trustee under GATX Trust No. 93-B, 1100 North Market Street, Rodney Square North, Wilmington, Delaware 19890, covering 127 container cars bearing the road numbers set forth in Schedule 1 to such Trust Indenture Supplement No. 1, namely the road numbers set forth in Schedule 1 hereto. Trust Indenture Supplement No. 1 is related to the Trust Indenture and Security Agreement (GATX Trust No. 93-B) dated as of September 1, 1993 which is filed concurrently therewith.

Sincerely,

CHAPMAN AND CUTLER

By   
Ross D. Taylor

RDT  
Enclosures

Law Offices of  
CHAPMAN AND CUTLER

Schedule 1

**SCHEDULE OF EQUIPMENT**

Forty Maxi-Stack III five unit articulated well-type container cars,  
Car Numbers: SP 513390-513429, inclusive

Seventy-Five Maxi-Stack III five unit articulated well-type double  
stack containers cars, Car Numbers: SP 513430-513504, inclusive

Twelve Maxi-Stack III five unit articulated double stack container  
cars, Car Numbers: CHTT 2004-2015, inclusive

LEASE SUPPLEMENT NO. 1  
(GATX TRUST NO. 93-B)

18408  
SEP 24 1993 10 41 AM  
INTERSTATE COMMERCE COMMISSION

This LEASE SUPPLEMENT NO. 1, dated September 24, 1993 between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("*Lessor*"), and GATX CAPITAL CORPORATION, a Delaware corporation ("*Lessee*");

WITNESSETH:

Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (GATX Trust No. 93-B) dated as of September 1, 1993 (the "*Lease*"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of particularly describing the Equipment to be leased to Lessee under the Lease.

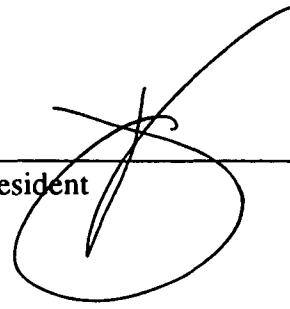
NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, Lessor and Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Units described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York; *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.
4. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.
5. To the extent, if any, that this Lease Supplement constitutes chattel paper (as defined in the Uniform Commercial Code as in effect in any applicable jurisdiction) no security interest may be created through the transfer of any counterpart other than the "original" counterpart which is deemed to be the counterpart containing the receipt thereof executed by the Indenture Trustee on the signature page thereof.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

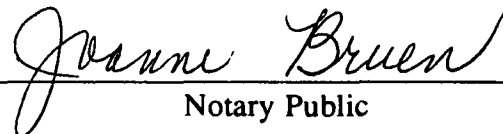
WILMINGTON TRUST COMPANY, not in its  
individual capacity but solely as Owner  
Trustee

By \_\_\_\_\_  
Its Vice President



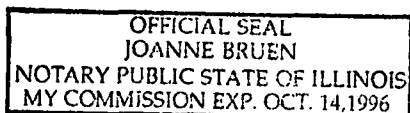
STATE OF ILLINOIS       )  
                                      ) SS  
COUNTY OF COOK        )

On this 23rd day of September, 1993, before me personally appeared James P. Lawler, to me personally known, who being by me duly sworn, say that he is a Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[NOTARIAL SEAL]

My commission expires:



LESSEE:

GATX CAPITAL CORPORATION

By Cath Shach  
Its Vice President

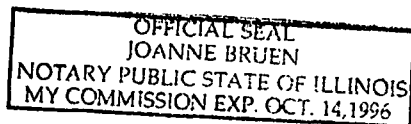
STATE OF ILLINOIS       )  
                                      ) SS  
COUNTY OF COOK        )

On this 23rd day of September, 1993, before me personally appeared Catherine B. Shachat, to me personally known, who being by me duly sworn, say that she is a Vice President of GATX CAPITAL CORPORATION, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joanne Bruen  
Notary Public

[NOTARIAL SEAL]

My commission expires:





**SCHEDULE OF EQUIPMENT**

Forty Maxi-Stack III five unit articulated well-type container cars,  
Car Numbers: SP 513390-513429, inclusive

Seventy-Five Maxi-Stack III five unit articulated well-type double  
stack containers cars, Car Numbers: SP 513430-513504, inclusive

Twelve Maxi-Stack III five unit articulated double stack container  
cars, Car Numbers: CHTT 2004-2015, inclusive